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Exhibit A
Proposed Order

Robert A. Julian (SBN 99469)
Cecily A. Dumas (SBN 111449)
BAKER & HOSTETLER LLP
1160 Battery Street, Suite 100
San Francisco, CA 94111
Telephone: 628.208.6434
Facsimile: 310.820.8859
Email: rjulian@bakerlaw.com
Email: cdumas@bakerlaw.com

Eric E. Sagerman (SBN 155496)
Lauren T. Attard (SBN 320898)
BAKER & HOSTETLER LLP
11601 Wilshire Blvd., Suite 1400
Los Angeles, CA 90025-0509
Telephone: 310.442.8875
Facsimile: 310.820.8859
Email: esagerman@bakerlaw.com
Email: lattard@bakerlaw.com

*Counsel for Official
Committee of Tort Claimants*

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION

-and-

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
- ☐ Affects Pacific Gas and Electric Company
- ☒ Affects both Debtors

**All papers shall be filed in the Lead Case,
No. 19-30088 (DM)*

Bankruptcy Case
No. 19-30088 (DM)

Chapter 11
(Lead Case)
(Jointly Administered)

**[PROPOSED] ORDER APPROVING
THE APPLICATION OF THE
OFFICIAL COMMITTEE OF TORT
CLAIMANTS PURSUANT TO 11 U.S.C.
§ 1103 AND FED. R. BANKR. P. 2014
AND 5002 TO RETAIN AND EMPLOY
DEVELOPMENT SPECIALISTS, INC.
AS A FINANCIAL ADVISOR
EFFECTIVE AS OF MARCH 20, 2019**

1 Upon the Application, dated March 29, 2019, (the “**Application**”)¹, of the Official
2 Committee of Tort Claimants (the “**Committee**”) of PG&E Corporation and Pacific Gas and
3 Electric Company (collectively the “**Debtors**”) for an order authorizing the Committee to retain
4 and employ Development Specialists, Inc. (“**DSI**”) as financial advisor to the Committee, effective
5 as of March 20, 2019, pursuant to section 1103(a) of title 11 of the United States Code (the
6 “**Bankruptcy Code**”), and Rules 2014 and 5002 of the Federal Rules of Bankruptcy Procedure
7 (the “**Bankruptcy Rules**”), and in accordance with the terms and conditions set forth in the
8 engagement letter between the Committee and DSI dated March 20, 2019 (the “**Engagement**
9 **Letter**”) attached to the Application as **Exhibit B**, and this Court having jurisdiction to consider
10 the Application and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, *Order*
11 *Referring Bankruptcy Cases and Proceedings to Bankruptcy Judges*, General Order 24 (N.D. Cal.),
12 and Rule 5011-1(a) of the Bankruptcy Local Rules for the United States District Court for the
13 Northern District of California (the “**Bankruptcy Local Rules**”); and consideration of the
14 Application and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and
15 venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court
16 having found and determined that notice of the Application as provided to the parties listed therein
17 is reasonable and sufficient, and it appearing that no other or further notice need be provided; and
18 this Court having reviewed the Application and the Sharp Declaration; and this Court having
19 determined that the legal and factual bases set forth in the Application establish just cause for the
20 relief granted herein; and it appearing that the relief requested in the Application is in the best
21 interests of the Debtors, their estates, creditors, shareholders, and all parties in interest; and upon
22 all of the proceedings had before this Court and after due deliberation and sufficient cause
23 appearing therefor,

24 IT IS HEREBY ORDERED THAT:

25 1. The Application is approved solely to the extent set forth herein.

26
27 _____
28 ¹ Capitalized terms used but not otherwise herein defined shall have the meanings ascribed to such terms in the Application.

1 2. The Committee is authorized, pursuant to section 1103 of the Bankruptcy Code and
2 Bankruptcy Rules 2014(a) and 5002, to engage DSI as its financial advisor in these Cases, effective
3 as of March 20, 2019, pursuant to the terms of the Engagement Letter a copy of which is annexed
4 as **Exhibit B to the Application**.

5 3. DSI shall file monthly fee statements and interim and final fee applications for the
6 allowance of compensation for services rendered and reimbursement of expenses incurred in
7 accordance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the
8 Bankruptcy Local Rules, the Fee Guidelines and pursuant to the order entered by this Court on
9 February 28, 2019 establishing the procedures for interim compensation and reimbursement of
10 expenses of professionals [Doc. No. 701] and any additional procedures that may be established
11 by the Court in these Cases.

12 4. Notwithstanding anything to the contrary herein, the Office of the United States
13 Trustee shall have the right to object to DSI's interim and final fee applications (including expense
14 reimbursement) on all grounds, including the reasonableness standard provided in section 330 of
15 the Bankruptcy Code.

16 5. To the extent that there may be any inconsistency between the terms of the
17 Application, the Engagement Letter and this Order, the terms of this Order shall govern.

18 6. Notwithstanding anything to the contrary in the Application, any of its attachments,
19 or the Engagement Letter, DSI shall not seek reimbursement of any fees or costs arising from the
20 defense of any of DSI's monthly fee statements or fee applications in these Cases. Approval of
21 the Application and any terms of the Engagement Agreement shall not alter the result dictated by
22 the holding in Baker Botts L.L.P. v. ASARCO LLC, 135 S. Ct. 2158, 2169 (2015) and its
23 construction of 11 U.S.C. § 330(a)(1).

24 7. Notwithstanding anything to the contrary in the Application, any of its attachments,
25 or the Engagement Letter, DSI's allowed compensation, including expense reimbursement and
26 indemnification, shall have the same priority as the allowed professional fees and expenses of other
27 professionals retained in the Cases.
28

1 8. The relief granted herein shall be binding upon any chapter 11 trustee appointed in
2 the Cases, or upon any chapter 7 trustee appointed in the event of a subsequent conversion of the
3 Cases to cases under chapter 7.

4 9. The Committee is authorized to take all steps necessary or appropriate to carry out
5 this Order.

6 10. This Court shall retain jurisdiction to hear and determine all matters arising from
7 or related to the implementation, interpretation, or enforcement of this Order. For the avoidance
8 of doubt, notwithstanding any provision in the Engagement Letter to the contrary, during the
9 pendency of these Cases, this Court shall have exclusive jurisdiction over the approval of fees due
10 and owing to DSI for this retention.

11 ** END OF ORDER **
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